



CORPORATION SERVICE COMPANY

RECORDATION NO. 24409-E FILED

AUG 23 04

3-42 PM

SURFACE TRANSPORTATION BOARD

August 20, 2004

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RE: 128453-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 2, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **ST. MARY'S CEMENT INC. (US)**  
9333 Dearborn Street Detroit, MI 48209

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ST. MARY'S CEMENT INC. (US)**, covering 40 rail cars with reporting marks and numbers -CEFX 95720 - CEFX 95810 - NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation # 24409 dated 04/14/03 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2<sup>nd</sup> day of April, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ST. MARYS CEMENT INC. (U.S.), a Delaware corporation, with an address at 9333 Dearborn Street, Detroit, MI 48209 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 28, 2002 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on April 14, 2003 and given Recordation Number 24409.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

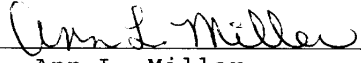
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Richard L. Latta  
Title: Vice President/Leasing

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ST. MARYS CEMENT INC. (U.S.)

By:   
Name: Ann L. Miller  
Title: Manager-Distribution

**SCHEDULE A**

Quantity  
40

Equipment Description  
3230 c.f. pressure differential covered hoppers.

Car Marks and Numbers

1	CEFX	95720
2	CEFX	95721
3	CEFX	95722
4	CEFX	95723
5	CEFX	95724
6	CEFX	95726
7	CEFX	95727
8	CEFX	95728
9	CEFX	95729
10	CEFX	95730
11	CEFX	95745
12	CEFX	95746
13	CEFX	95747
14	CEFX	95748
15	CEFX	95749
16	CEFX	95750
17	CEFX	95751
18	CEFX	95752
19	CEFX	95753
20	CEFX	95755
21	CEFX	95756
22	CEFX	95767
23	CEFX	95768
24	CEFX	95769
25	CEFX	95770
26	CEFX	95771
27	CEFX	95773
28	CEFX	95774
29	CEFX	95775
30	CEFX	95776
31	CEFX	95777
32	CEFX	95778
33	CEFX	95779
34	CEFX	95780
35	CEFX	95781
36	CEFX	95818
37	CEFX	95807
38	CEFX	95808
39	CEFX	95809
40	CEFX	95810